

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Arnold & Porter		2. Registration No. 1750
3. Name of foreign principal Consejo Empresarial Mexicano para Asuntos Internacionales, A.C. (CEMAI)	4. Principal address of foreign principal Homero 527, 7° piso 11570 Mexico, D.F. Mexico	

5. Indicate whether your foreign principal is one of the following type:

- ☐ Foreign government
- ☐ Foreign political party
- ☒ Foreign or ☐ domestic organization: If either, check one of the following:
- | | |
|---|--|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group |
| <input checked="" type="checkbox"/> Association | <input type="checkbox"/> Other (specify) _____ |
- ☐ Individual—State his nationality _____

6. If the foreign principal is a foreign government, state:

N/A

- a) Branch or agency represented by the registrant.
- b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

N/A

- a) Principal address
- b) Name and title of official with whom the registrant deals.
- c) Principal aim

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8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

To promote the international economic relations of
Mexican entrepreneurs

b) Is this foreign principal

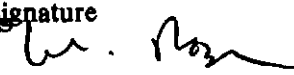
- Owned by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Directed by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Controlled by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Financed by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒
- Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

We understand that CEMAI is owned and financed by its membership. Its members include around 250 companies in Mexico that are interested in international trade. CEMAI is controlled by the Council of the CEMAI, which includes CEMAI members and representatives of other business associations and Chambers in Mexico. CEMAI is associated with the Consejo Coordinador Empresarial, A.C., an umbrella organization of all Mexican business groups.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

Date of Exhibit A July 15, 1985	Name and Title William D. Rogers Partner	Signature 
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INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
ARNOLD & PORTER	Consejo Empresarial Mexicano para Asuntos Internacionales, A.C.

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- ☒ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☐ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

- Describe fully the nature and method of performance of the above indicated agreement or understanding.

The Registrant will render advice on U.S. laws, regulations and policies that would change the U.S. countervailing duty law to treat Mexico's pricing of oil and gas products as a counter-vailable subsidy, as set forth in the attached correspondence. The fee for such representation is to be determined periodically based on usual hourly charges and other criteria for legal fees, plus out-of-pocket expenses. The duration of the agreement is indefinite.

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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

The Registrant will render legal advice on U.S. laws, regulations and policies that would change the U.S. countervailing duty law to treat Mexico's pricing of oil and gas products as a countervailable subsidy and will engage in other activities as required in legal representation of the principal.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The Registrant may engage in political activities on behalf of the foreign principal. The Registrant's activities may on occasion include communications on behalf of the foreign principal with Executive Branch officials, officials or government agencies, and with members of the U.S. Senate and House of Representatives and their staff relating to legislation and actions of the Executive Branch and government agencies with respect to proposals which would change the U.S. countervailing duty law.

Date of Exhibit B	Name and Title	Signature
July 15, 1985	William D. Rogers Partner	

¹ Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or by any other way influence any agency or official of the Government of the United States or any section of the Government within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of the government of a foreign country or a foreign political party.

ARNOLD & PORTER

CABLE: "ARFORO"
TELECOPIER: (202) 872-6720
TELEX: 89-2733

1200 NEW HAMPSHIRE AVENUE, N. W.
WASHINGTON, D. C. 20036
(202) 872-6700

1700 LINCOLN STREET
DENVER, COLORADO 80203
(303) 863-1000

ROBERT HERZSTEIN
DIRECT LINE: (202) 872-6838

July 9, 1985

VIA DHL

Ing. Enrique Madero Bracho
Presidente Seccion Mexicana
Comite Empresarial Mexico-Estados Unidos
Mariano Escobedo 510, Quinto Piso
11590 Mexico, D.F. Mexico

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Dear Enrique:

I am writing to confirm our understanding concerning representation of CEMAI in connection with legislative proposals pending in the U.S. Congress which would change the U.S. Countervailing Duty Law to treat Mexico's pricing of oil and gas products as a countervailable subsidy.

We will be happy to advise and represent CEMAI in an effort to insure that U.S. legislators and officials are aware of the adverse impact this legislation would have on both Mexico and the United States. We would of course attempt to coordinate our efforts with the efforts of other entities, including U.S. and Mexican companies and groups, which are opposed to the legislation. As discussed with you, my office and I will work as a team with Guy F. Erb (GFE Limited) in representing your interests.

Our fees for this work will be based on the time required, which will be valued in accordance with our normal hourly rates. We will send you a statement approximately every month. We will also send you statements for actual expenses which we incur on your behalf, including photocopying, long distance telephone, taxi and courier charges, and similar costs.

We will receive statements from GFE Limited based on the same factors and will forward them to you along with our statements.

ARNOLD & PORTER

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I understand that your initial budget for this work by my firm and GFE Limited is \$30,000, and that you expect to raise further money for this project. We will attempt to keep our charges within the budget as you set it from time to time. As we discussed, it appears likely at this time that efforts in excess of the initial budget will be needed.

If other companies also wish to express their opposition to the legislation, we will of course be pleased to work with them.

I would appreciate it if you could forward a check to cover the amount presently budgeted for our work. If it develops that the work performed comes to less than that amount, we will promptly refund the excess.

If this letter properly summarizes our arrangement, I would appreciate it if you would sign the enclosed copy and return it to me for our files.

With all cordial regards.

Sincerely yours,

Bob

Robert Herzstein

Enclosure

CEMAI

Agreed

Date